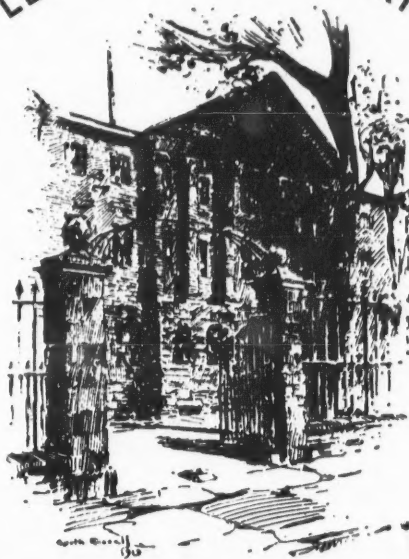


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BYE-LAWS

OF THE

NEW GLASGOW

COPPER MINING COMPANY,

(LIMITED.)

1876

S. M. MACKENZIE, BOOK AND JOB PRINTER,
New Glasgow, N. S.



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2025

BYE-LAWS.

1st.—The affairs of this Company shall be managed by a Board of Five Directors to be appointed at the first general meeting of the Company and at each annual meeting thereafter.

The Board shall elect out of their number a President and Vice-President and shall also appoint a Secretary and Treasurer; but no person shall be eligible as a Director unless he be a holder of not less than fifty shares of the Stock of the Company.

2nd.—In the absence of the President the Vice-President shall have all the powers and perform all the duties of the President; and in such case, his signature shall have the same force and validity as that of the President, and if the President shall be absent from any meeting of Directors the Vice-President if present shall preside; and in the absence of both the senior Director present shall be named Acting-President and shall be invested with the powers and perform the duties of President for the time being.

3rd.—The annual general meeting of the Stockholders shall be held at New Glasgow on the last Thursday of January in every year after this present year at the hour of Eleven o'clock forenoon or at such other hour as the Directors may appoint, notice of which shall be given in one or more of the Pictou and Halifax newspapers at least thirty days previous to date of such meeting, at which meeting the Officers of the Company shall be elected by open vote, or by ballot should at least five voters representing fifty or more shares so demand it, and all accounts connected with the business of the Company made up to the thirty-first day of December last preceeding, shall be submitted to the meeting.

4th.—The Company at each annual meeting shall appoint two or more of its Shareholders as an Auditing Committee for the purpose of examining and auditing all the Books and Accounts of the Company.

5th.—Special meetings of the Company may be summoned by the Directors when considered necessary or whenever a requisition in writing shall be presented to the Secretary signed by at least five of the Shareholders representing one-quarter of the Stock of the Company, and specifying the object of such meeting and no other business shall be transacted thereat than that for which it

was specially convened. Notice of all the special meetings shall be mailed to Shareholders not residing in New Glasgow at least ten days before the day appointed for such meeting and by advertisement in the *Eastern Chronicle*, or other newspaper published in New Glasgow for at least ten days, which shall be considered as sufficient notice for all shareholders residing in New Glasgow.

6th.—Meetings of the Board of Directors, of whom three of their number shall form a quorum, may be held as often as the Board may deem expedient.

7th.—Every proprietor of Shares in the Company shall at all meetings thereof where votes have to be given, have one vote for each share owned by him, and may vote in person or by proxy duly authorized in writing, such proxy being a shareholder and entitled to vote. The authority to vote as proxy shall be in the following form or in words equivalent thereto viz. :—

I, A. B., of C. D., one of the Stockholders of the New Glasgow Copper Mining Company do hereby appoint E. F. to be my proxy in my absence to vote upon or give my assent to or to dissent from any business matter or thing relating to the said Company that shall be proposed or discussed at any meeting of the Stockholders of the said Company, or of any of them, in such manner as he the said E. F. shall think proper.

Dated at
this day of 187 . } E. F.

8th.—No Shareholder in arrears in respect to any call shall be permitted to vote at any meeting of the Company until such arrears be paid.

9th.—If from any cause the annual meeting of the Stockholders shall not have been held, or legal notice thereof shall not have been given, or if from any cause the election of Directors shall not take place on the day fixed by law for that purpose it shall be the duty of the Directors of the previous year, who shall remain in office until their successors are elected, to cause a special meeting of the Stockholders to be called and held as soon as may be thereafter, for the purpose of transacting the business of the annual meeting; at such meeting Directors may be elected, and all other matters and things may be passed upon and done as if such meeting were in fact the annual meeting of the Stockholders of the Company.

10th.—At any annual meeting it shall be competent for the Stockholders present to determine and vote an amount for the remuneration of the President and Directors for their services during the past year.

11th.—The President and Directors shall from time to time at their discretion call on the Shareholders to pay to the Secretary of the Company such equal instalments on their respective shares as they may deem necessary for conducting the business of the Company.

12.—Any share or shares upon which any instalment or call remains overdue and unpaid for a period of thirty days may be declared forfeited by a resolution of the Directors who shall have the power after one month's notice of such resolution by letter through the Post Office to the usual address of the party holding such share or shares to sell the same at Public Auction after ten days notice in one or more of the newspapers of the County; the first portion of the proceeds of the sale to be applied towards the payment of the defaulting shareholder's liability to the Company, and the balance if any, less ten per cent. of the purchase money shall be paid to such shareholder.

13th.—No transfer of Stock shall be valid unless made in the Books of the Company at its Office, nor shall any transfer of Stock be made on the said books at any time during the fifteen days next previous to the annual meeting of the Stockholders of the Company.

14th.—The President shall execute all documents passed by the Board of Directors on behalf of the Company (which shall also be countersigned by the Secretary) and shall direct the calling of all meetings of the Directors or Shareholders and shall preside thereat, the President and Directors shall have full power and authority to make, do and transact all acts, deeds, matters and things which they may deem necessary and expedient in conducting the business of the Company.

15th.—The Books, Accounts, and Papers of the Company shall be open at all times to the inspection of the President and Directors or either of them; and the Secretary shall furnish to them all such accounts and statements of the affairs of the Company from time to time as they may require.

16th.—The Directors may fill up any vacancies which may occur in the Board occasioned by death, absence or otherwise until the next annual meeting.

17th.—After the registration of Shares as hereinafter provided for a certificate of Stock signed by the President and Secretary shall be delivered to every Shareholder, specifying the share or shares which he or she may own in the Company, and the registry of the certificate of such share or shares in the Books of the Company shall be evidence of the propriety or ownership thereof.

No person shall be deemed to be a Shareholder of the Company until he or she has been recorded in the Shares' Book of the Company.

18th.—The scrip Certificate of paid up Stock shall be in the following form :

New Glasgow Copper Mining Company.

CAPITAL STOCK, \$120,000. 2400 SHARES OF \$50 EACH.

No. of Certificate

No. of Shares

This is to certify that A. B. is the holder of shares in the Capital Stock of the *New Glasgow Copper Mining Company* whereof the full value of *Fifty Dollars* per share has been paid up. Transferable only on the Books of the Company in person or by Attorney.

New Glasgow

..... A. D. 187 . }

President.

Secretary.

19th.—The transfer of Stock shall be made upon the Books of the Company, in the following form :—

For value received from A. B. of C. D., I, E. F., do hereby assign and transfer unto the said A. B. shares (on each of which has been paid Dollars, amounting to the sum of Dollars) in the Capital Stock of the New Glasgow Copper Mining Company, subject to the Rules and Regulations of the said Company.

Witness my hand, at the Company's Office this day of in the year one thousand eight hundred and

E. F.

I, A. B., of do hereby accept the foregoing assignment of shares in the Stock of the New Glasgow Copper Mining Company, assigned to as above mentioned, at the Company's Office this day of in the year one thousand eight hundred and

A. B.

20th.—The Secretary shall attend all meetings of the Board of Directors, keep a regular record of its proceedings and give notice of ordinary and special meetings. He shall countersign all Checks, Bonds, Certificates of Stock, Contracts and other instruments when signed by the President or Vice-President, as the case may be, and shall keep all necessary Books for the business of the Company, embracing the Book for the registration of shareholders and the number of shares held by each, with the respective number of each share ; every share being numerically distinguished, and shall manage and transact all the business affairs of the Company un

der the instructions, advice and supervision of its President and Directors.

21st.—It shall be the duty of the Treasurer to keep a correct account of all moneys received from the Secretary and pay them out by order of the President, countersigned by the Secretary.—Also to keep a true account of all such receipts and disbursements.

22nd.—The Secretary and Treasurer shall each give Bonds with two approved sureties in the sum of two thousand dollars for the faithful discharge of all the duties of their several offices, and for the due accounting of all monies that may come into their respective hands.

23rd.—The Company may at any time authorize the President and Directors to sell the whole or any part of the property of the Company, provided the proprietors of a majority of shares shall by themselves or their proxys so vote at any annual meeting, or at a special meeting called expressly for that purpose; the minority, if so disposed, to have ten days after date of such meeting to consider the propriety of buying in the Stock of said majority at the same rate as the said majority shall have agreed to authorize the Directors to accept for the whole or any part of said property.

24th.—Until Directors shall be appointed under the provisions of these Bye-Laws, Hugh J. Cameron, Alexander Fraser, Downie, and Alexander McBean, shall constitute a Board of Directors with all the powers appertaining thereto; and Hugh J. Cameron shall act as President and Alexander Fraser, Downie, shall act as Secretary of the Company, with all the powers appertaining to their respective Offices, until appointed as hereinbefore provided.

25th.—No alteration shall be made in, or addition to, these Bye-Laws, except at an annual meeting or at a special meeting called for that purpose, nor unless such alteration or addition shall be sanctioned by at least two-thirds of the votes legally given at such meeting.



